

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

In re

LEHMAN BROTHERS INC.,

Debtor.

Case No. 08-01420 (JMP)
(SIPA)

[PROPOSED] ORDER

Upon the motion (the “Motion”) of Barclays Capital Inc. (“Barclays”) for the entry of an order enforcing this Court’s Order Under 11 U.S.C. §§ 105(a), 363, and 365 and Federal Rules of Bankruptcy Procedure 2002, 6004 and 6006 Authorizing and Approving (A) the Sale of Purchased Assets Free and Clear of Liens and Other Interests and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases, dated September 20, 2008, and (ii) the Court’s Order Approving, and Incorporating by Reference for Purposes of this Proceeding, an Order Authorizing the Sale of Purchased Assets and Other Relief in the Lehman Brothers Holdings Inc. Chapter 11 Proceeding (collectively, the “Sale Order”), and all supporting materials filed in support of that motion, and upon the record of proceedings before the Court; and after due deliberation thereon; and all parties in interest having had sufficient notice of the Motion and having been heard or having had the opportunity to be heard; and good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED, pursuant to 11 U.S.C. § 105(a), that:

1. The Motion is granted;
2. James W. Giddens (the “Trustee”), as Trustee for the SIPA liquidation of Lehman Brothers Inc., and Lehman Brothers Holdings, Inc. (“LBHI”) shall deliver to Barclays the following assets (collectively, the “Undelivered Assets”), and/or take such actions as may be necessary to cause their delivery, as soon as is practicable, but in no event more than sixty days after entry of this Order:
 - a. all unencumbered securities and other assets held in LBI’s “clearance boxes” as of the time of the Closing, including but not limited to clearance boxes held by LBI at the Depository Trust Clearing Corporation;
 - b. all property used to secure obligations under any and all exchange-traded derivatives; and
 - c. \$769 million of securities, either as held by or on behalf of LBI at closing pursuant to Rule 15c3-3 of the Securities Exchange Act of 1934, as amended, or securities of substantially the same nature and value; and
3. The Court shall retain jurisdiction to implement and enforce the terms of this Order.

Dated: _____

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE